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FORM D

04028539

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

2001FORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours response...... 1

SEC USE ONLY									
Prefix	Serial								
DATE R	ECEIVED								

							_	
Name of Offering ( check if this is an	amendment and name has o	changed, and indic	cate ch	ange.)				
PRICE FUND A QUALIFIED, L.P.								
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505		X I	Rule 506	☐ Sectio	n 4(6)	ULOE
Type of Filing:		New Filing				] Amendme	ent	
	A. BASIC	DENTIFICATIO	N DAT	Α				
1. Enter the information requested about	the issuer						JQ.	CESSED
Name of Issuer ( check if this is an ar	nendment and name has ch	anged, and indica	te char	nge.)				
PRICE FUND A QUALIFIED, L.P.							11	MAY 18 2004
Address of Executive Offices	(Number and Street,	City, State, Zip C	ode)	Telep	hone Numb	er (Including	Area Cod	e)
639 Isbell Road, Suite 390, Reno	) 823-809	1		THOMSON FINANCIAL				
Address of Principal Business Operation (if different from Executive Offices)	s (Number and Street,	City, State, Zip C	ode)	Telep	hone Numb	er (Including a	Area Cod	e)
Brief Description of Business – INVE INSTRUMENTS AND RIGHTS A							S, OTHI	ER FINANCIAL
Type of Business Organization								
☐ corporation	🛚 limited partnership, alrea	dy formed				other (plea	se specif	y)
☐ business trust	☐ limited partnership, to be	formed						
		Month		ear				
Actual or Estimated Date of Incorporation	n or Organization:	April	20	004		☐ Actual	<b>⊠</b> 8	Estimated
Jurisdiction of Incorporation or Organizat	tion: (Enter two-letter U.S. CN for Canada; FN for othe			ion for		DE		

### **GENERAL INSTRUCTIONS**

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that ☑ Promoter Beneficial Owner □ Executive Officer ☑ President of ☐ Director General Partner Apply: Full Name (Last name first, if individual) Michael Price Business or Residence Address (Number and Street, City, State, Zip Code) 85 Chanteclaire Circle, Gulf Breeze FL 32561-4068 □ General Partner Check Box(es) that ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Director Apply: Full Name (Last name first, if individual) Price Asset Management, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 639 Isbell Road, Suite 390, Reno, NV 89509 Check Box(es) that □ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Apply: Managing Partner Full Name (Last name first, if individual) **Dexter Lyons** Business or Residence Address (Number and Street, City, State, Zip Code) Lafayette, LA 70508 106 Valerie Drive, Check Box(es) that ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Director ☐ General and/or Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or □ Director Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or Director Managing Partner Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					B. INFO	ORMATION	ABOUT O	FFERING	-			
1. Has	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.											No 🖾
2. What	is the minin	num investm	nent that wil	be accep	ted from a	ny individua	l?				. \$ 50	0,000
The Ger	eral Partne	r, in its disc	retion, may	waive th	e minimun	٦.						
3. Does	the offering	permit joint	ownership	of a single	unit?						. Yes 🛚	No 🗌
for so or de	olicitation of paler register	purchasers i ed with the :	in connection SEC and/or	on with sal with a sta	es of secur te or states	ities in the o s, list the na	offering. If me of the b	a person to proker or dea		n associated than five (5)	person or a	ar remuneration agent of a broker be listed are
NOT A	PPLICABL	.E										
Full Nan	ne (Last nam	ne first, if ind	lividual)									
Busines	s or Residen	ice Address	(Number a	nd Street,	City, State	, Zip Code)						
Name of	Associated	Broker or D	ealer		·,···-							
States in	Which Pers	son Listed H	las Solicited	or intend	s to Solicit	Purchasers						
•	'All States" c			•								🗌 All States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[ТХ]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nan	ne (Last nam	ne first, if inc	dividual)									
Busines	s or Resider	ce Address	(Number a	nd Street,	City, State	, Zip Code)						
Name o	Associated	Broker or D	ealer ealer	<u> </u>								
States in	Which Pers	on Listed H	las Solicited	1 or Intend	s to Solicit	Purchasers						
	'All States" c											🔲 All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[[\]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nan	ne (Last nan	ne first, if inc	dividual)					····				
										. ==-		
Busines	s or Resider	nce Address	(Number a	nd Street,	City, State	, Zip Code)						
Nor	(Anna-tate d	Dealer of C	) calar									
ivame o	f Associated	proker or L	ealer									
States in	Which Pers	son Listed F	las Solicited	d or Intend	s to Solicit	Purchasers						
	'All States" o							•••••			.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Ail States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[Mi] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
IRII	[SC]	[SD]	ITNI	ITXI	[UT]	IVTI	[VA]	[WA]	WVI	MII	WYI	(PR)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount alreat the transaction is an exchange offering, check this box   and indicate in the columns below the already exchanged.	ady sold. Enter "0" if answer	is "none" or "zero." If ring for exchange and
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ -0-	\$ -0-
	Equity	\$ -0-	\$ -0-
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants).	\$ -0-	\$ -0-
	Partnership Interests	\$500,000,000	\$35,004,549
	Other (Specify [insert here])	\$ -0-	\$ -0-
	Total	\$500,000,000	\$35,004,549
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	30	\$35,004,549
	Non-accredited Investors	0-	\$ -0-
	Total (for filings under Rule 504 only)	-0	\$ -0-
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		
	Take Question I.	Type of Security	Dollar Amount Sold
	Type of Offering	N/A	\$ -0-
	Rule 505	N/A	\$ -0-
	Regulation A	N/A	\$ -0-
	Rule 504	N/A	\$ -0-
	Total	N/A	\$ -0-
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$12,000
	Accounting Fees	×	\$3,000
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (Identify) Organizational Expenses	×	
	Total		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS								
<ul> <li>b. Enter the difference between the aggregate offering price given in furnished in response to Part C – Question 4.a. This difference is</li> </ul>			\$	499,982,000				
<ol> <li>Indicate below the amount of the adjusted gross proceeds to the issu purposes shown. If the amount for any purpose is not known, furnish estimate. The total of the payments listed must equal the adjusted gr Part C – Question 4.b above.</li> </ol>								
		Payment to Officers, Directors, & Affiliates		Payment To Others				
Salaries and fees		□ <u>\$-0-</u>		\$-0-				
Purchase of real estate	•••••••••••••••••••••••••••••••••••••••	\$-0-		\$-0-				
Purchase, rental or leasing and installation of machinery and equipment.		\$-0-	_ 🗆 _	\$-0-				
Construction or leasing of plant buildings and facilities		□		\$-0-				
Acquisition of other businesses (including the value of securities involved be used in exchange for the assets or securities of another issuer pursual		□ <u>\$-0-</u>		\$-0-				
Repayment of indebtedness	•••••••••••••••••••••••••••••••••••••••	\$-0-	_ 🗆 _	\$-0-				
Working capital		\$-0-	_ 🗆 _	\$-0-				
Other (specify) Investments and Securities		□ \$-0-	$\overline{\checkmark}$	\$499,982,000				
Column Totals		\$-0-	_ 🗹	\$499,982,000				
Total Payments Listed (column totals added)			<b>I</b>	\$499,982,000				
D. FEDE	RAL SIGNATURE							
The issuer had duly caused this notice to be signed by the undersigned signature constitutes an undertaking by the issuer to furnish to the U.S. Sinformation furnished by the issuer to any non-accredited investor pursua	Securities and Exchange Co	mmission, upon written r						
Issuer (Print or Type)	Signature W/	) ,	Date	May 13, 2004				
PRICE FUND A QUALIFIED, L.P.  Name of Signer (Print or Type)	Title of Signer (Print or Typ	y cu	<u> </u>	viay 15, 2004				
Michael Price	President of Price Asse	•	Gene	ral Partner				
AT	TENTION							
Intentional misstatements or omissions of fact co 1001.)	onstitute federal cri	minal violations.	(See	e 18 U.S.C.				

	E. STATE SIGNATURE			·	
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualit rule?	fication provisions of such	Yes	No ☑	
	See Appendix, Column 5, for state response.				
2.	The undersigned issuer hereby undertakes to furnish to the state administrator of any state in whi 239.500) at such times as required by state law.	ch the notice is filed, a notice	on Form D (17	CFR	
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written req	uest, information furnished by	the issuer to of	ferees.	
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satis Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claimin of establishing that these conditions have been satisfied.				
	e issuer has read this notification and knows the contents to be true and has duly caused this notice thorized person.	e to be signed on its behalf by	the undersigne	d duly	
Iss	uer (Print or Type)	ignature 1 10	Date		
P	RICE FUND A QUALIFIED, L.P.		May 13, 20	004	
Na	me (Print or Type)	itle (Print or Type)			
M	i i	President of Price Asset Management, Inc., General Partner			

# Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	<del> </del>			APPENDIX		<u> </u>			
1		2	3		4		· · · · · · · · · · · · · · · · · · ·		5
	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL		Х	500,000,000	-0-	\$-0-	-0-	\$-0-		Х
AK		X	500,000,000	-0-	-0 <b>-</b> _	-0-	\$-0-		Х
AZ		X	500,000,000	-0-	-0-	-0-	\$-0-		X
AR		X	500,000,000	-0-	-0-	-0-	\$-0-		X
CA		Χ	500,000,000	5	\$5,720,866	-0-	\$-0-		Х
co		X	500,000,000	3	\$2,195,155	-0-	\$-0-		X
СТ		X	500,000,000	1	\$500,011	-0-	\$-0-		X
DE		X	500,000,000	-0-	-0-	-0-	\$-0-		X
DC	<u> </u>	X	500,000,000	-0-	-0-	-0-	\$-0-		X
FL		X	500,000,000	2	\$850,799	-0-	\$-0-		X
GA		X	500,000,000	-0-	-0-	-0-	\$-0-		X
HI		X	500,000,000	-0-	-0-	-0-	\$-0-		X
D	<u> </u>	X	500,000,000	-0-	-0-	-0-	\$-0-		X
IL	ļ	X	500,000,000	-0-	-0-	-0-	\$-0-		X
IN	ļ	X	500,000,000	-0-	-0-	-0-	\$-0-		X
IA	ļ	X	500,000,000	-0-	-0-	-0-	\$-0-		X
KS		X	500,000,000	-0-	-0-	-0-	\$-0-		X
KY	ļ	X	500,000,000	-0-	-0-	-0-	\$-0-	ļ	X
LA	ļ	X	500,000,000	7	\$7,349,86 <u>1</u>	-0-	\$-0-		X
ME_	<u> </u>	X	500,000,000	-0-	-0-	-0-	\$-0-		X
MD	ļ	X	500,000,000	-0-	-0-	-0-	\$-0-		X
MA	ļ	X	500,000,000	1	\$2,138,538	-0-	\$-0-		X
МІ	<del> </del>	X	500,000,000	-0-	-0-	-0-	\$-0-		X
MN	ļ	X	500,000,000	-0-	-0-	-0-	\$-0-		X
MS	<u> </u>	X	500,000,000	-0-	-0-	-0-	\$-0-	ļ	X
МО		X	500,000,000	-0-	-0-	-0-	\$-0-		X

				APPENDIX					<del></del>	
1		2	3	-	4					
	to non-a investor	i to seli ccredited s in State i-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
MT		Х	500,000,000	-0-	\$-0-	-0-	\$-0-		Х	
NE		Х	500,000,000	-0-	-0-	-0-	-0-		Х	
NV		Х	500,000,000	2	\$5,365,897	-0-	-0-	L	Х	
NH		Х	500,000,000	-0-	-0-	-0-	-0-		X	
NJ		Х	500,000,000	-0-	-0-	-0-	-0-		Х	
NM		X	500,000,000	-0-	-0-	-0-	-0-		Χ	
NY		X	500,000,000	-0-	-0-	-0-	-0-		X	
NC		X	500,000,000	1	\$2,711,112	-0-			X	
ND		X	500,000,000	-0-	-0-	-0-	-0-	ļ	X	
ОН		X	500,000,000	3	\$2,172,862	-0-	-0-		X	
ОК		X	500,000,000	-0-	-0-	-0-	-0-		X	
OR		X	500,000,000	-0-	-0-	-0-	-0-		X	
PA		X	500,000,000	1	\$479,247	-0-	-0-	<b></b>	X	
RI		X	500,000,000	-0-	-0-	-0-	-0-	ļ	X	
SC	ļ	X	500,000,000	-0-	-0-	-0-	-0-	ļ	X	
SD		X	500,000,000	-0-	-0-	-0-	-0-		X	
TN	ļ <u></u>	X	500,000,000	-0-	-0-	-0-	-0-	ļ	X	
TX	ļ	X	500,000,000	2	\$2,037,256	-0-	0-		X	
UT		X	500,000,000	-0-	-0-	-0-	-0-	ļ	X	
VT	<u> </u>	X	500,000,000	-0-	-0-	-0-	-0-	<b></b>	X	
VA	ļ	X	500,000,000	-0-	-0-	-0-	-0-		X	
WA		X	500,000,000	1	\$482,945	-0-	-0-		X	
WV		X	500,000,000	-0-	-0-	-0-	0	ļ	X	
WI		X	500,000,000	1	\$3,000,000	-0-	-0-		X	
WY		X	500,000,000	-0-	-0-	-0-	-0-		X	
PR	<u> </u>	X	500,000,000	-0-	0	-0-	-0-	<u> </u>	X	